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## **EXHIBIT 11**

**From:** Allen Bosworth  
**Sent:** Wednesday, August 23, 2006 8:25 AM  
**To:** Joe Erwin <Joe.Erwin@erwinpenland.com>  
**Subject:** FW: Follow-Up: How Sweet The Sound

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**From:** Allen Bosworth  
**Sent:** Wednesday, August 23, 2006 8:25 AM  
**To:** 'Kathryn.Szumowski@VerizonWireless.com'  
**Subject:** RE: Follow-Up: How Sweet The Sound

Katie:

Thanks for this thorough writeup. We can make these dates.

I have meetings this morning but I'll call you this afternoon regarding what you mean by framework for the television documentary. I think I have some ideas (I don't think we're talking about the awards show, but a "Behind the Scenes 'Religious Music in the US' type documentary". If that is the case, we've had some discussions regarding this.

My email is [allen.bosworth@erwinpenland.com](mailto:allen.bosworth@erwinpenland.com) and my cell phone (always best way to reach me is 864-270-2531. I've copied Joe Erwin on this email. His email is [joe.erwin@erwinpenland.com](mailto:joe.erwin@erwinpenland.com) and his phone number is 864-672-5520. That's his desk phone.

Thanks for quarterbacking this. It's a very exciting opportunity.

Allen

---

**From:** Kathryn.Szumowski@VerizonWireless.com [mailto:Kathryn.Szumowski@VerizonWireless.com]  
**Sent:** Tuesday, August 22, 2006 6:51 PM  
**To:** Allen Bosworth; David.Bowen@VerizonWireless.com; Matthew.Schwartz@VerizonWireless.com; Amy.Grant@VerizonWireless.com; joel@moxieinteractive.com; rosanna@tribalbrands.com; caroline@tribalbrands.com; rooms@moxieinteractive.com  
**Cc:** Suzy.Deering@VerizonWireless.com  
**Subject:** Follow-Up: How Sweet The Sound

Thanks again for everyone's time this morning to discuss the "How Sweet the Sound" initiative. As discussed, please find below a list of Next Steps / Action Items and proposed timeline for delivery. I will be scheduling a follow-up meeting for next week (Wed or Thurs).

There are several action items / next steps that are dependent on each other. I am proposing a timeline that takes this in to consideration. I've also tried to keep the Labor Day holiday in mind. Please note, if there are any concerns with the timelines, please advise.

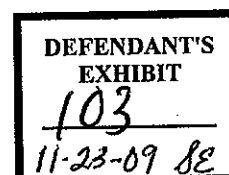
Let me know if you have questions.

Thanks!

**Action Items / Next Steps / Timelines**

- Gather / distribute Info on Opportunity / Reach (Is it self defined?) - Katie / Joel / Amy Target Date: noon on Monday, 8/28
  - Demographic

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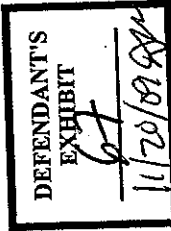
EP003166

## **EXHIBIT 12**

 **verizon**wireless

# Verizon Wireless Branded Entertainment Opportunity

December 29, 2005



**Erwin-Penland**

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## Situation

 **verizon**wireless

- Verizon Wireless performs extremely well among the broad general target and families.
- Verizon Wireless indexes poorly among African Americans and other ethnic mixes
  - According to Simmons (May 2005)
    - Verizon Wireless 65 among all African Americans; 99 among African American wireless users
    - Cingular 100; 152 among African American wireless users
    - Sprint 182; 276
    - T-Mobile 176; 267



**Erwin-Penland**

2

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## Opportunity

 **verizon**wireless

- To create a marketing program that is targeted to African Americans in a very personal way; that speaks to them where they live
- Support the institutions that African Americans deem important
  - Don't exclude other groups with the targeting but make it something bigger; something that really hits home for people in a new, unique, and ownable way

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The Verizon Wireless logo, featuring the word "verizon" in a bold, sans-serif font with a checkmark above the "v", and the word "wireless" in a smaller, italicized font below it.The word "Opportunity" in a bold, sans-serif font, positioned at the top of a vertical dashed line that runs down the left side of the page.

- Leverage the introduction of Music on Demand to create a music-oriented program targeted at many people, but especially African Americans
  - “Music is an Important Part of my Life”
    - African Americans index at 113
    - African American wireless users also index at 113
- But not just any kind of music—a special kind of music.

4

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EP000840

verizonwireless

“How Sweet the Sound”

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EP000841



"How Sweet The Sound" presented by Verizon Wireless

- A branded entertainment vehicle that combines the best in music with the best in wireless services
  - Leverages our love for music
    - Religious Radio programming
      - Indexes at 107 for Wireless Owners
      - Indexes at 180 for all African Americans
      - Indexes at 210 for African American wireless owners
    - Gospel Radio
      - Indexes at 101 for Wireless Owners
      - Indexes at 562 for all African Americans
      - Indexes at 649 for African American wireless owners

**“How Sweet The Sound” presented by Verizon Wireless**

**verizon**wireless

- A branded entertainment vehicle that combines the best in American’s beliefs with the best in wireless services
  - Leverages our love for things spiritual
    - “My Faith is Really Important to Me”
      - Indexes at 98 for Wireless Owners
      - Indexes at 121 for all African Americans
      - Indexes at 127 for African American wireless owners
    - “It is Important to Attend Religious Services”
      - Indexes at 97 for Wireless Owners
      - Indexes at 130 for all African Americans
      - Indexes at 129 for African American wireless owners
    - “I consider myself a spiritual person”
      - Indexes at 100 for Wireless Owners
      - Indexes at 125 for all African Americans
      - Indexes at 129 for African American wireless owners

**“How Sweet The Sound” presented by Verizon Wireless**

**verizon**wireless

- A branded entertainment vehicle that combines the best in American’s habits with the best in wireless services
  - Leverages our love for things televised and spiritual
    - “I enjoy watching religious TV programs”
      - Indexes at 85 for Wireless Owners
      - Indexes at 248 for all African Americans
      - Indexes at 230 for African American wireless owners
    - “More inclined to buy from sponsors than not”
      - Indexes at 92 for Wireless Owners
      - Indexes at 181 for all African Americans
      - Indexes at 158 for African American wireless owners



## "How Sweet The Sound" presented by Verizon Wireless

- One important note
  - This isn't really an endorsement of religion in general nor any specific form of religion
  - It's a celebration of spiritual music



## How Would It Work?

- Advertise to enlist church choirs to find the best choir in America
  - Sign up at a Verizon Wireless store or agent
  - Sign up online
- Create local contests to find the best church choir in the local area
  - Gives a local market feel and excitement to the activities
    - Ownable event with strong local presence; can even hold at places that Verizon Wireless sponsors such as concert halls and amphitheaters
  - Select the very best to come to a gathering of the best church choirs in the country
- Vote by text messaging and online (just like Rock Star: INXS)
- VCast Updates
- Create online presence for the event and to find out more information about the choirs
  - Photos from VZW phones; blogs; favorite songs





## How Would It Work?

- Compete to benefit the churches and their communities
  - Church Activity Buses
  - Scholarships for Students
  - Building Endowment
  - Choir Robes
- Publish a CD of the winning choirs and distribute through stores and agents or give away with activation of new line
- Give away sample songs on MOD

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What Erwin-Penland has done so far

- Spoken with television producers about the concept and with networks about the opportunity
- Spoken with music producers about the opportunity for an album and significant interest

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EP000848



## Next Steps



**verizon**wireless

- Thoughts from you
- Work with our partners to move toward creating an ownable television concept for Verizon Wireless

verizonwireless

**“How Sweet The Sound”**

**A branded entertainment  
concept for Verizon Wireless**

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**EP000850**

## **EXHIBIT 13**

**From:** [Shannon.Wilbanks@erwinpenland.com](mailto:Shannon.Wilbanks@erwinpenland.com)  
**To:** [Jeff.Greenfield](mailto:Jeff.Greenfield)  
**Subject:** RE: request for another copy...  
**Date:** Tuesday, December 27, 2005 2:14:36 PM

---

Thanks, Jeff -- this is great and I'll hang onto it! And I'll ask Joe about January and one of us will get back to you.

Shannon

Shannon Wilbanks  
Business Development Manager &  
Asst. to President Joe Erwin  
Erwin-Penland, Greenville, SC  
864-672-5524

"Jeff Greenfield" <[jeff@1stapproach.com](mailto:jeff@1stapproach.com)>

12/27/2005 02:15 PM

To <[Shannon.Wilbanks@erwinpenland.com](mailto:Shannon.Wilbanks@erwinpenland.com)>

cc

Subject RE: request for another copy...

Shannon -

Attached what I call the 'Level One' document. It provides a brief overview of the structures and introduces the concept. Once a client is ready to move forward, we have a more detailed 'official' letter from the Lawyers that goes over all of the finer points.

Also .. Joe had asked about me coming down there in January and I sent him off an email in early December with the detail, but have not heard back yet. Let me know if he wants me to resend it.

**Jeff Greenfield**

EVP - 1st Approach

Publisher - Branded Entertainment Monthly

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fax: 603.299.0775

Product Placement Blog:

<http://www.productplacement.biz>

In The News:

<http://www.brandedentertainment.tv>

DEFENDANT'S  
EXHIBIT

66  
11/20/09 AM

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**From:** Shannon.Wilbanks@erwinpenland.com [mailto:Shannon.Wilbanks@erwinpenland.com]  
**Sent:** Tuesday, December 27, 2005 2:10 PM  
**To:** Jeff Greenfield  
**Subject:** request for another copy...

Hi Jeff -- happy holidays!

In my end of the year rush to clean out files, I've either misplaced or deleted the document you sent us back in November about how producing "Amazing Grace" would work, and the financial/tax break information. Is that something you could forward me again? We may have another opportunity to present the concept to another client (more on that later) and I'd love to go over it all again this week if I could.

Thanks!  
Shannon

Shannon Wilbanks  
Business Development Manager &  
Asst. to President Joe Erwin  
Erwin-Penland, Greenville, SC  
864-672-5524  
[attachment "BrandedEntertainmentFinancing.pdf" deleted by Shannon Wilbanks/Hill Holliday  
Advertising Inc./US]

## **EXHIBIT 14**



**Jeff Greenfield**

**From:** Shannon Wilbanks [Shannon.Wilbanks@erwinpenland.com]  
**Sent:** Tuesday, March 28, 2006 10:47 AM  
**To:** Jeff Greenfield; Allen Bosworth  
**Cc:** Joe Erwin; Shannon Wilbanks  
**Subject:** How Sweet the Sound

Hi Jeff,

Joe asked me to send his summary of key points that you all discussed yesterday.

Key points to make during the presentation for why this show is superior to any media buy that could be made in a similar TV show.

1. Unlike a traditional media buy, this opportunity represents a fully integrated vehicle for Verizon Wireless, including advertising, product placement, PR and much more.
2. It's not just a show; it's the filming of the show -- the pastor packets, the special Verizon Wireless church calling plan and other vehicles like this that make this program/opportunity extraordinary.
3. The number of impressions Verizon Wireless would get on a typical national buy would be in the range of \$26 (CPM). This plan, with all of its associated revenue streams would generate a CPM of approx. 50 cents.
4. Investing in this will give Verizon Wireless a 50% interest in an asset. As the impressions increase, their CPM and investment cost come down. And if there is a Season Two for the show, picked up by a major network such as Fox, then the 50% interest will be worth several million dollars, potentially.

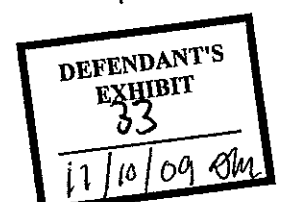
Previous programs modeled along these lines -- two shows were created with similar opportunities for advertisers.

1. The Restaurant, which Mitsubishi, Amex and Coors held the advertising and product placement opportunities, and this ended up this way because the same ad agency represented all 3 brands.
2. The Contender was married to Toyota in a \$14 million deal, but this show lacked all the moving pieces that we see "How Sweet the Sound" having.

**Potential revenue sources for Verizon Wireless**

1. Licensing deal through the networks that include a flat payment to Verizon Wireless plus a piece of ad revenue.

7/24/2008



2. The potential for 50% share of ad revenue in a bartered deal.
3. Selling the show to Europe and/or other geography.
4. Syndication -- 2nd run on a network can net \$250K/episode.
5. Ipod downloads/episodic downloads.
6. Advertising on the show's website.
7. DVD sales.
8. Admission revenues and advertising revenues at regional rounds of the competition.
9. Text Message revenue.
10. Ringtone revenue.

#### **The entity to manage the entire effort**

We discussed that forming an LLC likely to be called How Sweet the Sound, LLC, would manage the effort for the duration of the process. 50% of this LLC would be owned by Verizon Wireless and 50% would be owned by the creators of the program, specifically, First Approach and Erwin-Penland.

#### **Pay Schedule for Verizon Wireless**

We discussed that if Verizon Wireless invests at the \$12 million level, that a typical drawdown program would include 25% of the amount at inception of the agreement, 25% thirty days later. We did not discuss when the remaining funds would be deposited to the LLC. The LLC would receive all payments and in turn execute all payments to manage the show.

#### **Tax Advantages**

Jeff agreed to research the individual states that are called for at our regional level of competition to see if there are available tax incentives that we can tell Verizon Wireless about when we meet April 19.

## **EXHIBIT 15**

**From:** Jeff Greenfield  
**To:** Shannon Wilbanks; Joe Erwin; Allen Bosworth  
**Subject:** RE: Notes from 2/13 Verizon Wireless call  
**Date:** Thursday, March 02, 2006 1:04:00 PM  
**Attachments:** Production Calendar-DRAFT.pdf  
**Importance:** High

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Attached is the DRAFT production calendar for the Verizon show. This will give you an idea of how extensive this show will be ... but will also show you how much time goes into each city -- which are all great marketing opportunities. The draft budget is on it's way - probably tomorrow.

**Jeff Greenfield**

Phone: 603-617-2985  
Fax: 603-299-0775

Recent News: <http://www.1stapproach.com/news.html>  
Jeff's Blog: <http://www.productplacement.biz>

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**From:** Jeff Greenfield  
**Sent:** Tuesday, February 28, 2006 3:08 PM  
**To:** 'Shannon Wilbanks'; 'Joe Erwin'; 'Allen Bosworth'  
**Subject:** RE: Notes from 2/13 Verizon Wireless call

Joe & Allen -

I will have the Adrenaline Nation deck by Thursday -- here is a 3 minute trailer for you to watch when you get a moment:

<http://www.brandedenertainment.tv/antv/>

**Jeff Greenfield**

Phone: 603-617-2985  
Fax: 603-299-0775

Recent News: <http://www.1stapproach.com/news.html>  
Jeff's Blog: <http://www.productplacement.biz>

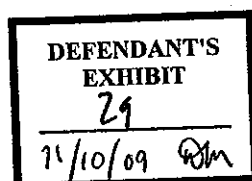
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**From:** Jeff Greenfield  
**Sent:** Thursday, February 23, 2006 12:45 PM  
**To:** 'Shannon Wilbanks'; Joe Erwin; Allen Bosworth  
**Subject:** RE: Notes from 2/13 Verizon Wireless call

**For our call today ....**

**In addition to the show, this new network is a killer opportunity for Verizon to get in early and virtually own every show. Very similar to what happened in the early days of ESPN. Thought you would find this of interest ... especially since they are based in the South.**

**Jeff**



GREENFIELD/1STAPPROACH 000318

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## **Adding adrenaline to the local entertainment industry**

### **Production crews active in creating 12 hours of local programming a day**

<http://msnbc.msn.com/id/11454564/>

By Michael Hinman

Updated: 7:00 p.m. ET Feb. 19, 2006

CLEARWATER -- Cameras are rolling on a new television network in the Tampa Bay area.

But whether or not Adrenaline Nation TV sinks or swims with area and nationwide cable networks, CEO Keith Dressel said it's filling a much-needed niche in television programming.

Tucked away in about 3,000 square feet of old light industrial space are about a dozen television professionals who are filming pieces, editing segments and working to put together 12 hours of programming each day. Adrenaline Nation's (Pink Sheets: ADNL) soft launch on the Internet took place Feb. 10.

Dressel, sitting in a freshly painted blue office surrounded by gold albums and other memories of his record producing past, is overseeing the operation he hopes can make a swift transition from the Web to television sets.

The mixture of reality-style programming like "Producers Workshop," which goes in-depth with record producers of past and present, and "Sheriff Hege," about a former North Carolina sheriff who features unique cars, will join the music video blocks from lesser-known bands from around the world.

"We're getting calls from all over the world with people asking us where did we find all the bands," Dressel said. "These are all independent bands that financed their own videos, and they come from Australia, Yugoslavia, and even from bands right here in Florida."

I want my ... Adrenaline Nation TV?

The network's content is the stuff that used to be featured on networks such as MTV and even later VH-1 before they were taken over by Viacom and turned into networks that have more to do with "Real World" and "Hogan Knows Best" than music videos from up-and-coming bands, Dressel said.

It's something that many television watchers are missing, he said.

"Right now, MTV is no longer 'Music Television,'" Dressel said. "I haven't watched MTV in years, and I've made my life in music. It's all reality shows now, and it's nothing that I want to look at."

The video streaming capabilities that Adrenaline Nation are using to broadcast its content on the Web is crystal clear, he said, and he'd be surprised if anyone with a broadband Internet connection had trouble watching the programs.

But even with strong Webcasting abilities, real revenue will come when Adrenaline Nation can move from the Information Superhighway to one of the choices found when flipping channels on the cable box, he said.

Getting onto cable networks isn't easy.

Any network has a shot of being a part of the cable operator's lineup, said Dan Ballister, a spokesman for Bright House Networks, which serves the television needs of a good portion of Central Florida. But they essentially all have to go through the same process, whether they're owned by NBC Universal or an up-and-coming operation out of Clearwater.

"They would meet with us, talk about the product, talk about the audience and the base they already have, and make a pitch to us," Ballister said. "At our company, we do have a local focus, so it behooves someone like this to make a case to us. And if it's a compelling product that Tampa residents are dying to have, we'd definitely consider it."

And while the move from analog to digital is creating more channel space on Bright House's spectrum, there are still only a limited number of slots available.

That's something that Verizon's new FiOS network doesn't suffer from, however.

"Our system is very different as capacity is not an issue for us," said Verizon spokesman Bob Elek. "We have an easier time adding a niche player to our system because of the overall capacity of fiber (optic lines). We can put a lot of channels on there."

### **On the air**

Dressel isn't stopping with local cable companies. He's talking to outlets all over the country, including Time-Warner Cable in New York, which he says is nearly a done deal.

It's a product that virtually sells itself, he said.

"We're all about our name. We produce programming that is full of adrenaline," Dressel said. "I don't want to do another fishing show. You see enough of that on cable channels already out there. Not that we wouldn't go fishing, but if we did, it would be with something like live sharks."

### **Jeff Greenfield**

Phone: 603-617-2985  
Fax: 603-299-0775

Recent News: <http://www.1stapproach.com/news.html>  
Jeff's Blog: <http://www.productplacement.biz>

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**From:** Shannon Wilbanks [mailto:Shannon.Wilbanks@erwinpenland.com]  
**Sent:** Wednesday, February 22, 2006 6:52 PM  
**To:** Jeff Greenfield; Joe Erwin; Allen Bosworth  
**Subject:** RE: Notes from 2/13 Verizon Wireless call

Hi Jeff. I'm out Thursday and Friday but just emailed Joe and Allen about calling you at 2pm Thursday. Would that work for you? That 2:00-3:00 window looks like the only time that works for both of them, and then Allen is out with a client all day Friday...so I'm crossing my fingers.

Shannon

---

**From:** Jeff Greenfield [mailto:jeff@1stapproach.com]  
**Sent:** Wednesday, February 22, 2006 4:45 PM  
**To:** Shannon Wilbanks; Joe Erwin; Allen Bosworth  
**Subject:** RE: Notes from 2/13 Verizon Wireless call

Wanted to schedule a call for tomorrow to update everyone on the progress to date.

### **Jeff Greenfield**

Phone: 603-617-2985

Fax: 603-299-0775

Recent News: <http://www.1stapproach.com/news.html>

Jeff's Blog: <http://www.productplacement.biz>

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**From:** Jeff Greenfield

**Sent:** Wednesday, February 15, 2006 2:19 PM

**To:** Shannon Wilbanks; Joe Erwin; Allen Bosworth

**Subject:** RE: Notes from 2/13 Verizon Wireless call

FYI - I have 'officially' registered 'How Sweet The Sound' with the WGA under both myself and Joe's name.

**Jeff Greenfield**

Phone: 603-617-2985

Fax: 603-299-0775

Recent News: <http://www.1stapproach.com/news.html>

Jeff's Blog: <http://www.productplacement.biz>

## **EXHIBIT 16**



From: Shannon Wilbanks  
 To: Joe Erwin; Allen Bosworth; Shannon Wilbanks; Jeff Greenfield  
 Subject: Notes from 2/13 Verizon Wireless call  
 Date: Monday, February 13, 2006 3:52:21 PM

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Joe Erwin, Allen Bosworth, Jeff Greenfield, Shannon Wilbanks

First, here's the link to the website where you can view the trailer online. Note from the editor -- compression artifacts (the blockiness) are normal when shrinking big files like this. <http://www.tallboyfilms.com/hsts.htm>

VZW introducing Music On Demand; not the best carrier in appealing to AA audiences. Took idea to our regional client; added, tweaked some in last 4-6 weeks and has not made it's way through the chain at VZW.

Last week, CMO emailed Allen that he likes the idea and wants to move forward with investigating it. But now that Stratton has given it some interest, others internally at VZW will start grabbing agency and production resources and we'll lose control over it.

Key is that because they're so big, they'll be disorganized about it for a little while. Which gives us the opportunity to put the meat on the executional bones. How we get it on TV, how it gets produced. How it works from grassroots up. How would we incorporate the dozens of venue sponsorships VZW already has. Leverage distribution network of stores, Circuit Citys and other agents. Big opp through Music on Demand feature. Allen's thought is let's get out in front of it fast and bring them the turnkey package.

Jeff: key is we're going to use TV show as marketing tool to increase # of AA's who are using their product line, and we'll see that increase before the show ever airs. The tv show is merely a part of the marketing plan. Show is almost anticlimactic, by the time it airs. What we want to do it utilize this to build sales over time.

Allen: goal is to gain a relationship, a community, with the faith-based community -- especially AA.

Jeff: TV show will help cement that, but building will happen in process of filming the show. Once we have the plan outlined, the first process is to put together a complete budget. I have the resources from working on this current project to know that we can go to that level. Once budget is done; can build into budget a timed TV buy (network) for a couple million dollars. Then we're guaranteed to be on the air. Other option is to take concept as is and once it's ready we start shopping it around. Problem there is that once we start shopping it around, we'd better be ready to go. Others will quickly jump on board and may sink the whole ship.

Jeff: can guarantee it gets on the air because we're going at it non-traditionally. we're going to say we have x number of episodes, already paid for. Just need time on air. We'll just use ad time to offset expenses.

Jeff: on tax plan, we can do \$30MM production for them that would literally cost them

DEFENDANT'S  
EXHIBIT

23

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nothing. Allen: he was indifferent; others may not be. Jeff: let's take them the budget and show them the 2 options. One where they write a check, the other where Jeff's tax people take care of all the steps.

Ask Joe S. about Mark Hughes' brother-in-law Matt.

Jeff: to take to extreme from non-trad perspective, say there are 10 top choirs, get each to record a song, put together a VZW CD, distribute in Wal-Mart, take 1 of the choirs on the road to perform at Wal-Marts around the country. Allen: Verizon just signed a deal to distribute through Wal-Mart. Joe: create 1 combined choir, take them on the road. Jeff: when it comes to networks, the earliest this would run is fall 2006. Reality is that by that time, the Internet has become such a huge play, we've hugely underestimated number of AA's watching streaming content online. Allen: can also stream through V-cast. Do blogs and communities. can promote songs via Music On Demand.

Allen: the thing that got them excited the most -- 1. AA demographic. 2. recognized that this is not just an AA play. If you look at how MOD and Vcast came out for VZW, what got the attn. of execs at VZW was (with sponsorships with Green Day, Black Eyed Peas), how are we going to balance these relationships with have with the young white demo? Sprint has Rolling Stones and Billy Joel. We've got Maroon 5. Big interest in appealing to the other part of America.

Joe: the other thing that got John's interest was his displeasure with advertising world at lack of new ideas. Timing was perfect. Still needs to be packaged right, responsible budget, smart logistics.

Allen: must recognize that down the road, we'll have to play with their partners. McCann will do commercials, etc. That's fine, as long as we're the Qback/ringleaders, not Corporate.

Next steps:

- We need to get back to VZW with pricetag, steps very quickly. In next week or so, call VZW corporate to get on the calendar to go to NJ and present turnkey idea.
- Allen get Jeff more details on VZW venues around the country, other resources.
- Shannon get Jeff website address where he can view video.
- Via email, JE/AB send Jeff insight on major AA markets.
- Need to recognize and delineate other opportunities -- PR, blogs, online communities -- that can fall out of this.
- Schedule call early Wednesday to see where we are.

Jeff is out of town March 1-8. Week of 13th on is good. Make sure we have something for them to sign.

*Shannon Wilbanks  
Business Development Manager &  
Assistant to Joe Erwin  
Erwin-Penland, Greenville, SC*

864.672.5524

## **EXHIBIT 17**

**Allen Bosworth**

---

**From:** John.Stratton@VerizonWireless.com  
**Sent:** Thursday, February 09, 2006 3:46 PM  
**To:** Allen Bosworth  
**Subject:** FW: "How Sweet The Sound" Revisions

Allen:

This is a fantastic idea. I absolutley love it.

I've asked John H to get us on a call asap to discuss implementation.

Great.

-----Original Message-----

**From:** Saracino, Joe  
**Sent:** Wednesday, January 18, 2006 9:28 AM  
**To:** Stratton, John; Harrobin, John; Deering, Suzy M.  
**Subject:** FW: "How Sweet The Sound" Revisions

John/John/Suzy,

I wanted to forward this along to you for review and consideration. EP came up with this idea that truly has some merit if you take the time to listen to their pitch. The deck does not do this idea justice. John H., I would imagine this would fall in your shop, but call me to discuss so I can give you some background. Once we talk, I think you will agree that it is worth it to give Allen and team 30 minutes of your time to hear about it from them. I had to really take a step back to appreciate where they were coming from but there is serious potential here and it could really align with segmentation, acquisition and music efforts all at once.

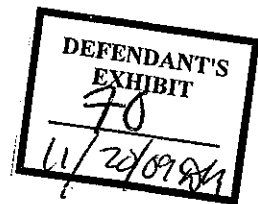
Joe Saracino

**Verizon Wireless**

404-943-7847 office

404-943-8976 fax

404-272-3933 mobile



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---

**From:** Allen.Bosworth@erwinpenland.com [mailto:Allen.Bosworth@erwinpenland.com]  
**Sent:** Tuesday, January 03, 2006 10:02 AM

4/25/2006

CONFIDENTIAL

EP000874

To: Saracino, Joe; Shafer, Andrew  
Cc: Joe.Erwin@erwinpenland.com; andy.mendelsphn@erwinpenland.com; Bill.Reynolds@erwinpenland.com;  
Beth.Carter@erwinpenland.com; Ryan.Alford@erwinpenland.com  
Subject: "How Sweet The Sound" Revisions

Joe and Andrew,

We're glad you liked the concept of "How Sweet The Sound". We think it has tremendous potential as a vehicle for Verizon Wireless. We also are glad you think the next steps are to present to John Stratton in some fashion.

We've made the revisions based on your input to make it come up from a grass roots local competitions. We haven't put in the part about the tax program although that could be easily added.

Please let me know what you think of these changes.

Just let me know.

Happy New Year and here's to a great 2006.

Allen

4/25/2006

CONFIDENTIAL

EP000875

## **EXHIBIT 18**

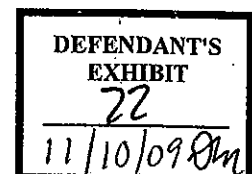
**From:** Allen Bosworth  
**Sent:** Tuesday, April 25, 2006 12:15 PM  
**To:** Jeff Greenfield <jeff@1stapproach.com>; Bill Reynolds <bill.reynolds@erwinpenland.com>; Joe Erwin <Joe.Erwin@erwinpenland.com>; Andy Mendelsohn <andy.mendelsohn@erwinpenland.com>; Shannon Wilbanks <Shannon.Wilbanks@erwinpenland.com>  
**Subject:** HSTS Questions We Need To Address  
**Attach:** VZW--How Sweet the Sound.ppt

---

Here are some questions I think we need to be prepared to address. Let's have good answers before we leave today. Please email back with any others.

1. If we commit, at what point do we begin shopping the program and how much are we into the production for at that point?
2. What if the program doesn't sell to the major networks, what's Plan B?
3. What if the program doesn't sell to anyplace, what's Plan C?
4. Have you ever done anything like this before?
5. What if Verizon Wireless says, "We'll give you \$2 million at risk to begin exploring", what would we do? What about \$4 million?
6. What benefits do we get from this that we wouldn't get from simply sponsoring?
7. How come if I'm funding the whole thing I don't get 100% of the revenue? Why should I believe that 50% is a good deal?
8. Who is going to oversee the various aspects of this to make sure it's on track?
9. At what level do I have to fund to get all of the advantages?
10. What would be the payment schedule to funding this?
11. How are we going to measure success?
12. Is this a business we should be in at all.

I've also attached the deck as it stands as of noon. Still waiting on input from Jeff Greenfield on his sections and creative.

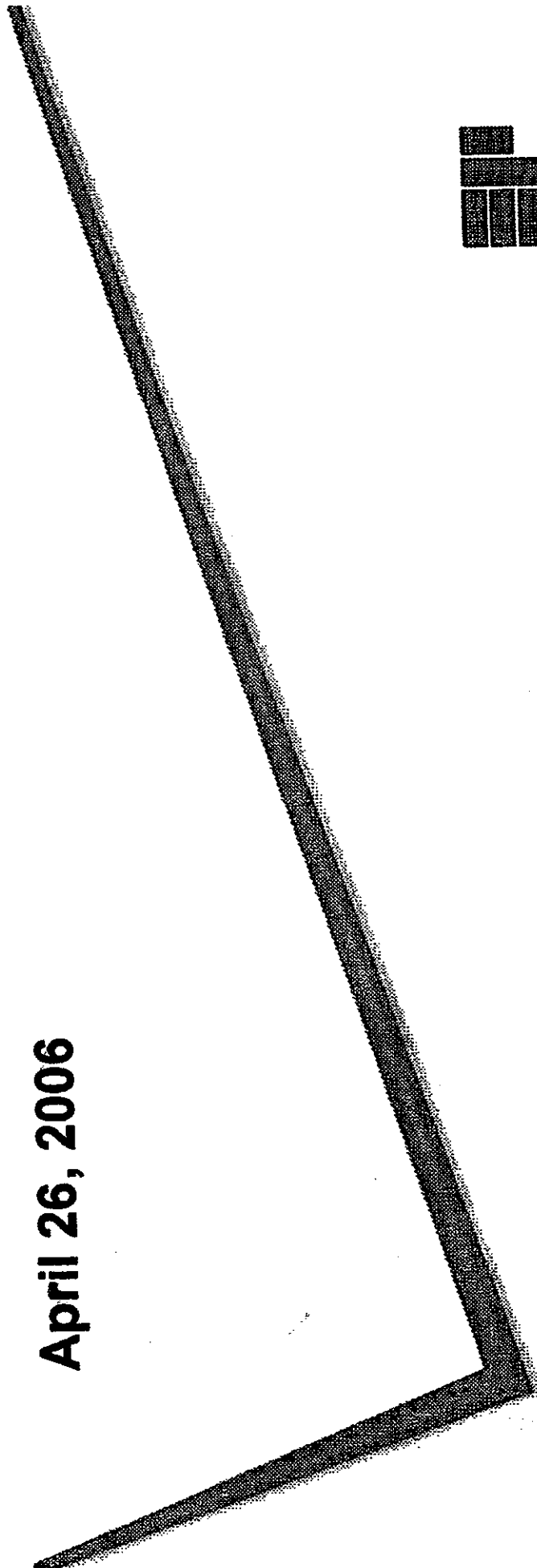






**(How Sweet the Sound logo)**

**April 26, 2006**



**Erwin-Penland**

1

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EP000296



Gospel Music is...

**“A fire and excitement that  
sometimes, without warning,  
fills a church, causing it to  
rock.”**

**--James Baldwin**



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- 
- (Video reprise of the excitement of the event)

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# Imagine the Opportunity



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## Imagine the Opportunity

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- Unlike a traditional media buy, "How Sweet the Sound" represents a fully integrated vehicle for Verizon Wireless, including:
  - Advertising Impressions
  - Product Placement with Demonstration
  - Local Excitement and Verizon Wireless relevance at the community level
  - Incredibly relevant content targeted to self-identified individuals with text, photo and video implications
  - Opportunity for gross adds among audiences that Verizon Wireless has had a traditionally difficult time penetrating

**All ownable by Verizon Wireless with  
opportunity for significant revenue**



## Imagine the Opportunity

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- How Big Is Gospel Music?
  - About 6 percent of the total U.S. record market.
    - Sells 7 CDs to every 10 purchased in country music.
  - Over \$1 billion in music sales in 2005.
  - 80 million people tune in each week to over 1,400 gospel radio stations.
  - Church attendance is high in every part of the country and growing.
    - Midwest 45% go at least monthly
    - South 40%
    - East 35%
    - West 32%
  - Major gospel music concerts throughout the country.
    - Music in the Rockies (Estes Park, CO)
    - GMA Music Week (Nashville)
    - Los Angeles Gospel Jubilee (LA)
    - McDonald's Gospelfest (New York)
  - "The Purpose-Driven Life" is the top-selling non-fiction book in U.S. history.

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# Who We Are



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## "How Sweet the Sound" Team

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- "How Sweet the Sound" is a concept conceived by Erwin-Penland and 1<sup>st</sup> Approach as a reality program that taps into the soul of America with a celebration of music and spirituality.
  - Erwin-Penland
    - Erwin-Penland is wholly owned by Hill Holliday Connors Cosmopolous, one of the nation's largest marketing services companies and a member of the Interpublic family of companies. Among the clients we work with are Verizon Wireless, Dunkin' Donuts, CVS, Wachovia, Michelin, John Hancock and Anheuser-Busch.
  - 1<sup>st</sup> Approach
    - Founded in 1997, 1<sup>st</sup> Approach is a branded entertainment and strategic marketing firm that helps brands generate competitive value by leveraging the power of entertainment and technology. From strategy and design to system integration, 1<sup>st</sup> Approach works with clients to identify and realize opportunities to increase their return on investment.
- 1<sup>st</sup> Approach's Team has launched Marketing Initiatives for Forest Laboratories, eBay, Hershey Foods, Jones Lang LaSalle Americas, Reckitt Benckiser, Doyle Publishing, Sony BMG, Plum Creek Timber, Black & Decker, Army National Guard, Sucrets, Adrenaline Nation TV, Hollywood Poker.com, Music For A Cause, Merchant Media, Lifewaves Intl, Permission Interactive, Wright Stuff Management, PepsiCo, Pep Boys, Body by Jake and many more.





# Structure the Opportunity



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## Structure the Opportunity

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- Important to remember that this is much more than just sponsoring a television show. In fact, this can be a successful opportunity even if it never appears on television.
- At the heart of it, "How Sweet the Sound" is a grass roots celebration of spiritual music in the communities and worshipping places of America.



## Structure the Opportunity

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- We search for America's best church choir in a competition that takes Verizon Wireless across the country and features well-known celebrity judges and local celebrity judges.
  - Unlike "American Idol" though, every church choir that enters wins on some level. This event has more of a "Extreme Makeover" feelgood story to it.



# How It Works



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## Entry Round

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- All across the country, Verizon Wireless will partner with local media entities (especially appropriate local TV and radio) with whom Verizon Wireless has significant relationships to promote registration.
- Message Board campaign with posts talking about the event. Message board owners rarely delete messages.
  - Translates into tentacles that influence Search Engine Listings
  - Search Engine Listings give credence to links in tentacles that direct toward the main web site(s)
- People will come to Verizon Wireless stores, agent locations, Circuit City, and online to register their church's choir for the competition.



## Videotape Entry Round

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- Upon registration, each church will receive a "Pastor's Packet™" which explains all about the event, gives talking points for the pastor, provides flyers to post in the church, and gives the details on a special Verizon Wireless "Fellowship™" rate plan and/or phone deal for members of churches that register.
- Churches are asked to submit a videotape of no more than 7 minutes with the best performances of the choir.
  - Every church that submits a videotape receives a donation to the church fund and is entered in a drawing for \$10,000. (we could also cap the number of churches that we'll pay out the donation).



## Local Round One

---

- Judges select the top 20 from each region who are invited to perform at one of six locations throughout the country.
  - Verizon Wireless conducts local auditions in six cities across the country from the selected top 20 per region.
    - Preliminary suggestion of Los Angeles, Chicago, Philadelphia, New York, Houston, Birmingham for regional events.
    - Markets selected because of high concentration of African Americans but not significant Verizon Wireless share of AA market, and geographically diverse.



## Local Round One

---

- Where possible, hold the event at Verizon Wireless sponsored venues.
  - Verizon Wireless Amphitheater in LA and Birmingham; Verizon Wireless Theater in Houston, etc.
- Have venues and media partners co-promote the event. Also promote on the web site and through grass roots tactics and media relations.
- Utilize Verizon Wireless mobile platform for information, discounted tickets, prequels, sequels, plot backstories, etc.





## Local Round One

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- In each audition city, the judges (comprised of celebrity judges and local news people to talk up the event) narrow from 20 to 12 at the event, but only 6 from that city actually get on to the second round.
  - On the VerizonWireless.com web site, the show web site and by free VCast download, visitors will be able to view a short clip from each choir and vote. The 6 choirs with the most votes make it to the regional finals.
  - Voting online, by text messaging, or in-store.



## Regional Round Two

---

- We return to the same 6 venues with 6 choirs per location. They now have a much broader opportunity to impress.
  - Larger audience at the venue.
  - Longer performance.
  - Each person in attendance is given a Verizon Wireless phone for use in the voting. Each audience member gets the opportunity to text in votes from the venue.
  - Judges also text in votes to choose winner from the regional competition.
  - Leading text vote getter receives a trip to the finals.
    - Each Regional Winner will have a dedicated "Fan" site for picture postings, video postings, samples of songs, music availability, performer profiles and blogs.



## Finals

- Held in Atlanta with the Top 6 choirs.
- Once again, innovative text messaging system for scoring the finalists with audience attendees scoring the choirs and the winner emerging by the end.
  - Even though we envision a taped show (we hope it could be a live show), we can also encourage interaction with the show by having text votes to see who people think will be the winner and superimposing on the screen. Could even be a text-to-screen opportunity.
  - During show voting selects the “People’s Choice” choir.



## Prizes

- Every church who sends in a videotape gets a small donation and entry in larger sweepstakes.
- Every church who makes the first 120 gets a larger donation and more entries in the sweepstakes.
- Every church who makes the top 36 gets an even larger donation and more entries in the sweepstakes.
- Top 6 get a very special prize. Work with the churches to determine what they need up to a certain dollar limit and award during the finals.
- Winner gets a grand prize (church bus, scholarship, etc.) and featured on a compilation CD.



# The Benefits Are Many



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## Interaction Benefits

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- Many touchpoints with interaction with Verizon Wireless products and services.
  - Text messaging demonstrations for voting
  - Picture and video message posting to blogs
  - Local market community involvement and goodwill
    - Relevance in key demographics
  - Traffic driven to stores for registration and voting
  - Opportunity for new gross adds through Fellowship Plan pricing and/or discounted equipment deal
  - Information on customers that can be used for opt-in marketing (we know that the people who sign up on the plan or send a text have an affinity toward church-related activities)
  - Messages and links from message board tentacles that live on
  - Ringtones, MOD, Ring Back Tone, VOD opportunities

## No Mention Yet of the Actual Advertising Benefit

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## Advertising Impression Benefits

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- **Year One Possible Impressions (Conservative)**

- Television for 13 weeks (280 million)
- Internet interaction (850 million)
- Community and local events (at least 100,000)
- Media Partnerships (50 million)
- Public Relations (50 million)

**Potentially over 1.2 billion impressions in Year One**

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EP000318



## Revenue Benefits

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- The benefits of owning part of the show
  - Creative input
  - Ability to truly integrate into show and not get cut out with DVR, Podcasts, syndication, DVD sales, etc.
  - The ability to generate ownable content
  - Opportunity for revenue
    - Network licensing
      - Flat payment and/or
      - Piece of advertising revenue
    - Selling show overseas or other geography
    - Syndication rights
    - Online episodic downloads
    - Advertising on show web site
    - DVD sales; CD sales
    - Admission revenue at events
    - Text message revenue
    - Pix revenue
    - Ringtone, Ring Back Tone, MOD, VOD revenue





## Web Site Demonstration

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- (INSERT Web Site to Demonstrate touchpoint and revenue benefits)



## Tax Benefits

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- Of the seven states we examined:
  - Georgia offers 9% to 17% in tax credits of costs associated. Approximately \$50K.
  - Texas offers sales tax exemptions on purchases made.
  - California has minor sales tax exemption.
  - New York has reached its tax cap for 2006.
  - Pennsylvania has reached yearly tax cap for 2006. 60% of filming would have to be in state.
  - Alabama has no major incentives but new incentives in Birmingham area.
  - Illinois could provide up to a 15% tax credit of all production expenses in the state with passage of new budget



# Production Team



**Erwin-Penland**

27

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EP000322



## Television Team—On Board

- **Jamie Gold, Producer**



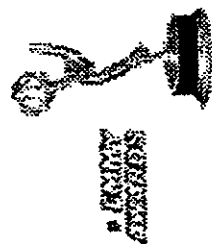
- Gold is known for discovering, nurturing, and launching the careers of some of the most respected and successful artists in the entertainment business. His impressive list of current and former clients include actors James Gandolfini (*The Sopranos*), Jimmy Fallon (*Sat.Night Live*, *Fever Pitch*), Lucy Liu (*Charlie's Angels*), pop-star/producer/actor Donnie Wahlberg (*Boomtown*, *The Sixth Sense*, *NKOTB*), actresses Kristin Davis (*Sex and The City*), Melora Walters (*Boogie Nights*, *Magnolia*), Felicity Huffman (*Desperate Housewives*).

Clients behind the camera include writer/director Darren Aronofsky (*Pi*, *Requiem for a Dream*), Francis, Roman and Sofia Coppola producer Gary Marcus (*CQ*, *The Big Bounce*, *The Virgin Suicides*, *Time Code*, *The Rainmaker*)

Films of his include: *Pi*, *Southie*, and currently in post production, *Santa's Little Secret*.



# Television Team--Available



## Producer

Four Emmy Awards, 63 programs ranging from lifestyle and travel to scripted and non-scripted reality shows including The Bachelor series.

Contract production crew for ABC's Good Morning America, 20-20, Prime Time, NBC Sports & ABC's Extreme Makeover.

In charge of production for trip with President Bush on the USS Lincoln Air Craft Carrier from Hawaii to San Diego; Reagan's funeral in Southern California at the Ronald Reagan Library.

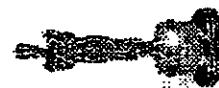
Live Red Carpet interviews for GMA for the Emmy's and the Oscars.



## Director



Emmy Award winner and recipient of nine Emmy nominations. Won numerous other awards from journalism and broadcasting associations.



## Director of Photography

23 Emmy Awards. Director of photography for major LA network affiliates. Worked on many national and syndicated broadcasts as well as on ABC network programs such as "The Practice" and "General Hospital."

## Assistant Director/Writer

25+ years in the business working for BBC, ABC, numerous cable outlets.



# Budget and Ownership Structure



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## Preliminary Cost Estimate

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- Thirteen one-hour episodes
- Seven location shoots
- Approximately \$11.9 million
  - Costs driven primarily by the expense of location shooting (travel, crew, locations, equipment rentals)



## Revenue Opportunity

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- Create a contract whereby Verizon Wireless receives 50% of net revenues generated from the property after production expenses have been paid.
  - Includes main program and all derivatives such as DVD, syndication, CD, Year 2 and beyond program rights, web site advertising, downloads, etc.





## Timetable

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- Approximate 30 week production schedule.
  - 6 cities for 3 weeks in each
    - Two weeks for Round One
    - One week for regional finals
  - Two weeks in finals city
  - Four weeks for editing
  - Voting between rounds one and regional finals



Final Thought

**“How Sweet the Sound” provides an audience that cares about what Verizon Wireless is bringing to them. The message is relevant to the audience we are saying it to.**



**Erwin-Penland**

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# "How Sweet The Sound"

## A branded entertainment concept for Verizon Wireless

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April 26, 2006

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35

EP0000330



verizon  
wireless

## **EXHIBIT 19**

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF SOUTH CAROLINA  
GREENVILLE DIVISION

CONFIDENTIAL

VIDEOTAPED

DEPOSITION OF JOSEPH A. ERWIN

HILL HOLLIDAY CONNORS  
COSMOPULOS, INC. d/b/a  
ERWIN-PENLAND,

Plaintiff,

vs.

CASE NO. 6:08-3980-GRA

JEFFREY GREENFIELD and 1st APPROACH, LLC,

Defendants, and  
Third-Party Plaintiffs,

vs.

CELLCO PARTNERSHIP d/b/a VERIZON WIRELESS, and JOSEPH A.  
ERWIN,

Third-Party Defendants.

---

DEPONENT: JOSEPH A. ERWIN (Videotaped)

DATE: NOVEMBER 20, 2009

TIME: 9:00 A.M.

LOCATION: MCNAIR LAW FIRM, P.A.  
104 SOUTH MAIN STREET, SUITE 700  
GREENVILLE, SOUTH CAROLINA

REPORTED BY: DENISE MCCAULEY, RPR, IA-CSR, GA-CCR

1 MS. SHARTON: Thank you.

2 MR. CHROMY: Sorry. Did we skip 86?

3 MR. JEKEL: I thought the deck --

4 MR. NORTH: 86 is here, but I'm trying to  
5 keep them in chronological order. Because this 87  
6 is may Actually 11 and this is May 19. So the  
7 numbering --

8 MR. JEKEL: Sorry. My error.

9 MR. NORTH: That's okay.

10 BY MR. NORTH:

11 Q. So after the initial pitch, that's the April  
12 pitch you just went through the slides on, it was clear  
13 they weren't going to buy a TV show; were they?

14 A. No. They shot that down.

15 Q. They shot that down. So you see this,  
16 what's marked as 87, and actually I'm showing it to you  
17 ahead of Exhibit 86.

18 MS. SHARTON: We need that.

19 (Marked for identification was Defendants'  
20 Exhibit Number 86.)

21 MR. NORTH: Here's 86.

22 THE WITNESS: Okay.

23 MR. JEKEL: And that's Brenda's 86.

24 MS. SHARTON: Thank you.

25 MR. JEKEL: Sorry.

1 Q. That's my question to you.

2 A. And let me --

3 Q. So my question as you're looking through it,  
4 Joe, is this doesn't have an episodic TV show in it;  
5 does it?

6 A. So far I have not seen that.

7 Q. Right. So by the time --

8 A. Could I finish?

9 Q. I'm sorry. By the time you came away --  
10 keep looking, but by the time you came away from that  
11 presentation in April, the big TV show was not going to  
12 happen; was it?

13 MS. SHARTON: Objection.

14 THE WITNESS: The question was?

15 BY MR. NORTH:

16 Q. Well, my question is when you walked out of  
17 the room and you had consultations with the top folks at  
18 Verizon after the April 26 pitch, you knew the TV show  
19 wasn't going to go?

20 MS. SHARTON: Objection.

21 BY MR. NORTH:

22 Q. At least at that point in time; right?

23 A. At that point in time, it was --

24 Q. It wasn't going to happen?

25 A. It was not going to happen.

1 Q. Now, the last page of that deck that you've  
2 been going through, that also shows that -- it says it's  
3 a branded entertainment concept for Verizon Wireless  
4 copyrighted again to Erwin-Penland/1st Approach, May 19,  
5 '06; right?

6 A. That's what it says.

7 Q. So your recollection is that when you  
8 finished the -- when you finished the pitch up there in  
9 New Jersey and had conversations after it, the TV show  
10 was not going to go; right?

11 A. That's my recollection --

12 MS. SHARTON: Objection.

13 THE WITNESS: -- that the TV show was dead  
14 at least for the time being.

15 (Marked for identification was Defendants'  
16 Exhibit Number 88.)

17 MR. NORTH: Right. Hand you Defendants'  
18 Exhibit 88.

19 MS. SHARTON: Thank you.

20 BY MR. NORTH:

21 Q. See if can you take a look at that. Have  
22 you seen this document before?

23 A. I have.

24 Q. Did you see this in preparing for the  
25 deposition?